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TRANSMITTAL LETTER

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Department of State
Division of Corporations
P O BOX 6327
Tallahassee, FL 32314

SUBJECT: ALL AROUND ENTERPRISES, INC.

Dear Sir or Madam:

Please find enclosed for filing one original and one copy of the AMENDED Articles of Incorporation. Also enclosed is a check in the amount \$ 52.50 for the filing fee, certified copy and certificate of status.

Please return to:

ALL AROUND ENTERPRISES, INC. C/O TRACY SMITH - PRESIDENT 21680 S.E. 145TH STREET UMATILLA, FL 32784

NOTE: The original and one copy of the AMENDED articles are enclosed.

ARTICLES OF AMENDMENT TO ARTICLES OF INCORPORATION **OF** ALL AROUND ENTERPRISES, INC.

Pursuant to provision of section 607.1006, Florida Statutes, the Florida profit corporation adopts the following articles of amendment to it articles of incorporation:

FIRST: Amendment(s) adopted:

ARTICLE IV SHARES

The aggregate number of shares which the Corporation has authority to issue is 1,200 shares of common stock with no par value.

SECOND: Amendment(s) adopted:

ARTICLE V DIRECTORS/OFFICERS

TRACY SMITH

JENNIFER GUEST

PRESIDENT/DIRECTOR

VICE PRES/DIRECTOR

21680 S.E. 145TH STREET

21680 S.E. 145TH STREET

UMATILLA FL 32784

UMATILLA, FL 32784

CINDY SMITH

SECRETARY/DIRECTOR 21680 S.E. 145TH STREET

SECULARY PH 4:50

UMATILLA, FL 32784

THIRD:

The date of each amendment's adoption: November 18, 2004.

FOURTH:

Adoption of Amendments

The amendments were adopted by the incorporator(s) without shareholder action and shareholder action was not required.

Signed this 18Th day of November, 2004

Signature

Leacy Smith - President/Director